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Revised Pick Kwik Proposal

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Topline of Programs discussed for transition to Level III* Industry Approach with implementation September 6, 1997

Monthly Retail Partners payment of \$375 per store.

Monthly Retail Accrual allowance of \$ 264 per store.

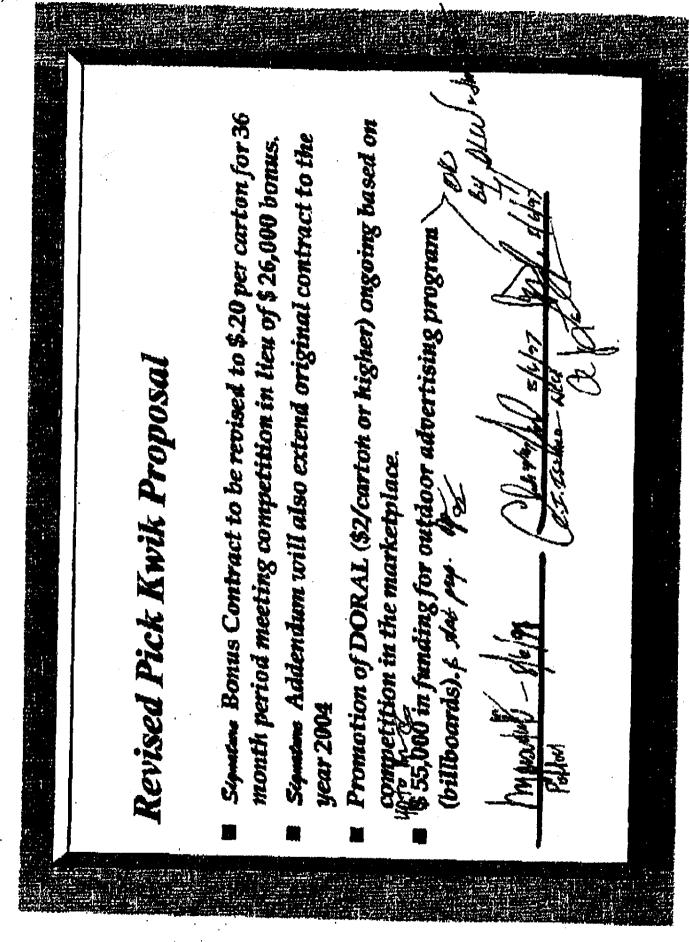
Full Price/Savings facings to be decided based on Philip Morris facings (see attachment A)

Advertising inside and outside based on share of business (see Attachment B)

equal participation on the part of Amerada Hess (matching RJR to match all Philip Morris discounting programs with frends).

* Level III contract includes RJR and one other menufacturer.

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